

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC.,<sup>1</sup>

Reorganized Debtor.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Related D.I. 1745, 1746, 1747

**CERTIFICATION OF COUNSEL REGARDING PROPOSED  
OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS OF  
THE DEBTORS' PROFESSIONALS RETAINED ON BEHALF OF AND AT THE  
SOLE DIRECTION OF THE INDEPENDENT DIRECTOR, MICHAEL J. WARTELL**

I, Michael D. DeBaecke, an attorney with the law firm of Ashby & Geddes, P.A., retained as Delaware special counsel to Michael J. Wartell, in his capacity as independent director (the “Independent Director”) and sole member of the conflicts committees of the boards of debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. (the “Retaining Debtors”) in the chapter 11 cases of the above-captioned reorganized debtor (the “Reorganized Debtor,” and together with its affiliated reorganized debtors before the effective date of the chapter 11 plan, the “Debtors”), hereby certify the following:

1. On July 21, 2025, the legal and financial professionals (collectively, the “Professionals”) retained on behalf of the Independent Director in these chapter 11 cases filed their respective applications for final allowance of compensation and reimbursement of expenses (collectively, the “Final Fee Applications”):

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<sup>1</sup> The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The term “Reorganized Debtors” includes Franchise Group, Inc. and certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

- Akin Gump Strauss Hauer & Feld LLP (“Akin”), special co-counsel to the Independent Director [*See* Docket No. 1745];
- Chilmark Partners, LLC (“Chilmark”), financial advisors to the Independent Director [*See* Docket No. 1746]; and
- Ashby & Geddes, P.A. (“Ashby”), Delaware special counsel to the Independent Director [*See* Docket No. 1747].

2. Any responses or objections to the Final Fee Applications were due on or before August 11, 2025, at 4:00 p.m. (prevailing Eastern Standard Time) (the “Objection Deadline”).

3. The Court-appointed fee examiner, Direct Fee Review LLC (the “Fee Examiner”), filed the following reports (collectively, the “Fee Examiner Reports”) addressing each of the respective Final Fee Applications:

- *Fee Examiner’s Final Report Regarding Second Interim and Final Fee Application Requests of Akin Gump Strauss Hauer & Feld LLP* [Docket No. 1795];
- *Fee Examiner’s Final Report Regarding First and Final Fee Application Requests of Chilmark Partners, LLC* [Docket No. 1797]; and
- *Fee Examiner’s Final Report Regarding Second Through Fourth Combined Monthly & Final Fee Application Requests of Ashby & Geddes, P.A.* [Docket No. 1798].

4. The Fee Examiner Report filed with respect to the Akin Final Fee Application outlined the resolutions and compromises reached with Akin. The Fee Examiner Reports filed with respect to the Chilmark and Ashby Final Fee Applications did not recommend any reductions in the amount of requested fees and/or expenses set forth in those Final Fee Applications. No formal or informal responses to the Final Fee Applications were received prior to the applicable Objection Deadline, other than as described herein. A review of the docket in these chapter 11 cases reveals no other filed answer, objection, or other responsive filing.

5. Accordingly, the Professionals respectfully submit the proposed form of omnibus order attached hereto as **Exhibit A** (the “Proposed Order”), approving the Final Fee Applications

on a final basis on the terms set forth therein. The Office of the United States Trustee and the Fee Examiner have reviewed the Proposed Order and each have advised they do not object to its entry.

WHEREFORE, the Professionals respectfully request entry of the Proposed Order at the Court's earliest convenience without further notice or a hearing.

*[Remainder of Page Intentionally Left Blank]*

Dated: September 16, 2025  
Wilmington, Delaware

**ASHBY & GEDDES, P.A.**

/s/ Michael D. DeBaecke  
Michael D. DeBaecke (No. 3186)  
500 Delaware Avenue, 8<sup>th</sup> Floor  
Wilmington, Delaware 19801  
Telephone: (302) 654-1888  
Email: mdebaecke@ashbygeddes.com

-and-

**AKIN GUMP STRAUSS HAUER & FELD LLP**

Michael S. Stamer (admitted *pro hac vice*)  
Brad M. Kahn (admitted *pro hac vice*)  
Avi E. Luft (admitted *pro hac vice*)  
One Bryant Park  
New York, NY 10036  
Telephone: (212) 872-1000  
Facsimile: (212) 872-1002  
Email: mstamer@akingump.com  
bkahn@akingump.com  
aluft@akingump.com

-and-

Marty L. Brimmage Jr. (admitted *pro hac vice*)  
2300 N. Field Street  
Suite 1800  
Dallas, TX 75201  
Telephone: (214) 969-2800  
Facsimile: (214) 969-4343  
Email: mbrimmage@akingump.com

*Special Counsel on behalf of and at the sole direction  
of Michael J. Wartell as the Independent Director and  
sole member of the Conflicts Committee of the Board of  
each of the Retaining Debtors*